



EBB Worksheet #2: Items for Due Diligence

Sellers should prepare for due diligence by having the following items, where applicable, available.

General Information

- Brief history of the Company and its operations including a description of products (or services) offered and markets served

Legal

- Articles of Incorporation (By Laws, Minutes, Share Certificate, Stock Ledger)
- Shareholders Agreements
- List and description of any claims or law suits
- Copy of all Licenses
- Health Insurance (copies)
- Pension Plan information
- Insurance policies
- Lease agreements

Finances

- Effective loan agreements or current credit agreements
- Bank Accounts and Statements for the past three years
- Loans (identify and describe each person or company)
- Certificate of Good Standing
- Payrolls the last three years (Form UCT-6)
- Balance Sheet & Income Statement Income (Profit & Loss) for the last three years
- Aging of accounts receivable the last three years (A/P aging summary)
- List of assets not included in purchase price
- Registered trademarks or trade names and copy of such filings
- Software licenses that are property of corporation
- Inventory List (if any)
- List of top customers and sales volume
- Contracts with customers and suppliers
- Commercial contracts

Taxes

- Monthly Sales Tax Records for the last three years
- Sales tax
- Property tax bill or schedule (if applicable) or building/property lease
- Federal and state tax returns for the last three years
- Intangible Tax the last three years
- Tangible Tax the last three years or estimates
- Fixed Assets Schedule
- Depreciation Schedule
- Amortization Schedule
- Schedule of expenses paid for the benefit of shareholder/owner

Human Resources

- Contact name, address and telephone number of the Company's professional advisors.
- List of employees, their records/contracts, job evaluation, description and salary
- Organizational chart